

**IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF TEXAS
SHERMAN DIVISION**

SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

V.

**SETHI PETROLEUM, LLC and
SAMEER P. SETHI,**

Defendants.

Case No. 4:15-cv-338
Judge Mazzant

**DECLARATION OF MARCUS A. HELT IN SUPPORT OF
THE MOTION TO CONFIRM ORDER APPOINTING RECEIVER**

1. I, Marcus A. Helt, hereby declare that the following is true to the best of my knowledge, information, and belief:

2. I am the Court-appointed Receiver for Defendants Sethi Petroleum, LLC (“*Sethi Petroleum*”) and Sameer P. Sethi (“*Mr. Sethi*”) and all entities and assets Sethi Petroleum and Mr. Sethi own or control (collectively, the “*Receivership Defendants*” or “*Defendants*”).

3. I submit this declaration (the “**Declaration**”) in support of the Motion to *Motion to Confirm the Order Appointing Receiver* (the “**Motion**”).

4. Since my appointment over the Receivership Estate,¹ my team and I have worked diligently to understand the business model used by the Sethi Petroleum and its related entities (collectively, the “*Sethi Enterprise*”) and to collect, marshal, and take control over the Receivership Assets pursuant to this Court’s directives. As part of that work, my team and I have identified multiple entities, joint ventures, and investment vehicles owned, controlled,

¹ Capitalized terms not defined herein shall have the meaning ascribed to them in the Motion.

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**EXHIBIT
A**

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managed, or affiliated with the Receivership Defendants that could potentially provide value to the Receivership Estate and the stakeholders thereof. I believe that these entities, joint ventures, and investment vehicles are subject to and included in the Receivership Order. But, in an attempt to provide comfort to third parties with whom I must deal, I am filing the Motion to ask this Court for such a “comfort” order.

5. My team and I have identified at least thirteen iterations of actual or contemplated investment vehicles that fit the description of what the Receivership Defendants referred to as “Joint Ventures.” My team and I have not yet determined the legal character of those investment vehicles – that is, whether they are “ventures” or “partnerships” or simply “investment vehicles” – and I refer to them herein as, individually, a “*Sethi-Controlled Joint Venture*” and, collectively, the “*Sethi-Controlled Joint Ventures*” simply for ease of reference. Additionally, I have identified at least twenty-seven different actual or contemplated legal entities (individually, a “*Sethi-Controlled Entity*” and, collectively, the “*Sethi-Controlled Entities*”). The Sethi-Controlled Joint Ventures and the Sethi-Controlled Entities are identified on Exhibit 1 to the Declaration.

6. My team and I have confirmed that each of the Sethi-Controlled Joint Ventures and Sethi-Controlled Entities meet at least one, and often many, of the following criteria:

- a. Use of the same address as legal or mailing address;
- b. Common and interchangeable use of the same corporate name;
- c. Commingling of funds across multiple bank accounts;
- d. Common ownership;
- e. Sameer P. Sethi is president, director, manager, member, or exercises control;

- f. "For-deposit-only" stamps for bank accounts of numerous actual or contemplated entities each contained within the same location;
- g. Common use of Quickbooks accounting records;
- h. Secretary-of-State filings identifying employees/principals of Sethi Petroleum as registered agents;
- i. Sethi Petroleum is the general partner; and
- j. The Sethi Petroleum offices contain corporate records, financial records, assets, prospectuses and private-placement memoranda.

7. Based on the findings of my preliminary investigations and as identified above, I believe that the entities, ventures, and investment vehicles identified on Exhibit 1 constitute assets of the Receivership Estate pursuant to this Court's prior orders.

8. Except as otherwise indicated, all facts set forth in this Declaration are based upon my personal knowledge and my involvement as Receiver in the above-captioned case. If I were called to testify, I would testify competently to the facts set forth in this Declaration.

9. I declare under penalty of perjury pursuant to 28 U.S.C. § 1746 that the foregoing is true and correct to the best of my knowledge, information, and belief.

Executed this 15th day of June, 2015 at Dallas, Texas.



MARCUS A. HEILT

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DECLARATION EXHIBIT 1

Joint Ventures / Contemplated Joint Ventures

- Bakken Dragon 1-12 Joint Venture
- Bakken Dragon Joint Venture
- Bakken Eagle Joint Venture
- Bakken Joint Venture
- Bakken Patriot 3-4 Joint Venture
- Bakken Patriot 5-8 Joint Venture
- Bakken Patriot Joint Venture
- Patriot Drilling Program LXI Joint Venture
- Ragle White 1-3 Joint Venture
- Sam 1 & 2 Joint Venture
- Sam 3 & 4 Joint Venture
- Sethi-North Dakota Drilling Fund Joint Venture
- Sethi-North Dakota Drilling Fund LVIII Joint Venture

Entities / Contemplated Entities

- Bakken Eagle, L.P.
- Bakken Liberty, L.P.
- Bakken Patriot 3-4 Joint Venture, LP
- Bakken Patriot 5-8 Joint Venture
LLP
- Bakken Patriot 5-8 Joint Venture, LP
- Bakken Patriot, L.P.
- Black Gold Equity Fund, L.P.
- Mountwill Acquisition I, LLC
- North Star Energy Solutions, LLC
- Patriot Drilling Program LXI Joint Venture LLP
- RantoonUSA, LLC
- Sethi Capital Management, LLC
- Sethi Capital Partners, LLC
- Sethi Exchange LLC
- Sethi Financial Group, Inc.
- Sethi Financial Investments, Inc.
- Sethi Insurance Advisors
- Sethi Oil & Gas, Inc.
- Sethi Operating Company
- Sethi Operating Company
- Sethi Operating Enterprises Inc.
- Sethi Petroleum, Inc.
- Sethi Petroleum, LLC
- Sethi Tax & Wealth Management, Inc.
- Sethi-Mountwill Acquisition I, LLC
- Sethi-Mountwill Acquisition I, LLC
- Sethi-Mountwill Oil Company, LLC

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